

RECORDATION NO. 14891-H

FILED

OCT 8 '98

1-15 PM

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

October 7, 1998

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are seven (7) copies of a Statement of New Reporting Marks, dated as of October 6, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement, Equipment Lease and other documents associated therewith which were previously filed with the Commission/Board under Recordation Number 14891.

The name and address of the party to the enclosed document are:

Borrower/Lessee: Consolidated Rail Corporation  
2001 Market Street  
Philadelphia, Pennsylvania 19101

A description of the locomotives with original reporting marks and numbers and new reporting marks and number is set forth on Schedule B attached to the Statement.

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

OCT 8 1 11 PM '98

*Secretary's Office*

Mr. Vernon A. Williams  
October 7, 1998  
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", written in a cursive style.

Robert W. Alvord

RWA/bg  
Enclosures

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Date: 10/8/98

Robert W. Alvord  
Alvord And Alvord  
918 Sixteenth St., NW., Ste. 200  
Washington, DC., 20006-2973

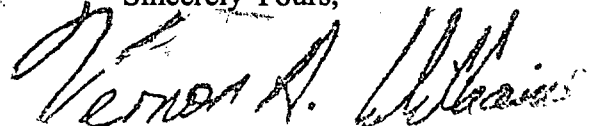
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 10/8/98 at 1:15PM , and

assigned recordation number(s). 10877-E, 11197-D, 11303-F, 14098-E, 14187-B,  
14241-H, 14327-C, 14639-H, 14867-D, 14891-H, H,  
14993-G, 15596-H, 16288-C, 16500-D, 16553-D,  
16686-B, 16946-F, 16947-F, 17348-G, 17349-G,  
17350-G, 18132-G, 18133-G, 18134-B, 18357-K,  
18449-B, 18870-C, 19041-C, 19487-G, 19488-G,  
19489-D, 19622-D, 19623-E, 19688-Y, 19688-Z,  
19708-B, 20034-G and 20035-G.

Sincerely Yours,



Vernon A. Williams

Enclosure(s) (38)  
988.00

\$\_\_\_\_\_ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

OCT 8 '98

1-15 PM

STATEMENT OF NEW REPORTING MARKS dated as of  
October 6, 1998, by CONSOLIDATED RAIL CORPORATION, a Pennsylvania  
corporation (hereinafter called "Conrail"),

Conrail is party to that certain agreement specified in Item 1 of Schedule A  
hereto (hereinafter called the "Lease"), with the party specified in Item 2 of Schedule A  
hereto (hereinafter called the "Lessor"), covering the units of railroad equipment specified  
in Schedule B hereto (hereinafter called the, subject Equipment) and certain other units of  
railroad equipment.

Evidence of the Lease has been recorded with the Surface Transportation  
Board or the Interstate Commerce Commission on the date specified in Item 3 of Schedule  
A hereto, and assigned the recordation number specified in Item 4 of Schedule A hereto.

Certain obligations of Conrail under the Lease and the subject Equipment  
have been assigned and granted as security by the Lessor, pursuant to that certain  
agreement(s) specified in Item 5 of Schedule A hereto (hereinafter called the "Security  
Agreement(s)"), with the party specified in Item 6 of Schedule A hereto (hereinafter called  
the "Secured Party").

Evidence of the Security Agreement(s) has been recorded with the Surface  
Transportation Board or the Interstate Commerce Commission on the date specified in  
Item 7 of Schedule A hereto, and assigned the recordation number specified in Item 8 of  
Schedule A hereto.

Conrail contemplates changing the reporting marks of the Subject  
Equipment as indicated on the attached Schedule B. All the marks are assigned to Conrail  
or an affiliate of Conrail by the Association of American Railroads.

Conrail is executing this statement of new reporting marks and recording the  
same with the Surface Transportation Board pursuant to section 11301 of Title 49 of the  
United States Code to show for the public record both such reporting marks, and to  
preserve the protection of the rights afforded to the Lessor and the Secured Party in the  
Subject Equipment by said section 11301, when, if, as and whether such reporting marks  
are changed.

CONSOLIDATED RAIL CORPORATION

by Thomas J. McHadden

## SCHEDULE A

Item 1, Lease:

dated as of January 15, 1986

Item 2, Lessor:

State Street Bank and Trust Company, 2 International Place,  
Boston, MA 02110, as successor to Connecticut Bank and Trust  
Company, One Constitution Plaza, Hartford, CT 06115, acting not  
in its individual capacity but solely as trustee for Finova Capital  
Corporation as successor to The Bank of New York under that  
certain Trust Agreement dated as of January 15, 1986

Item 3, date of recordation of lease:

February 3, 1986

Item 4, recordation number of lease:

14891

Item 5, Security Agreements:

dated as of January 15, 1986

Item 6, Secured Party:

The Bank of New York, 101 Barclay Street, New York, NY 10286 as  
successor to Mercantile-Safe Deposit and Trust Company, Two Hopkins  
Plaza, P. O. Box 2258, Baltimore, MD 21203

Item 7, date of recordation of Security Agreements:

February 3, 1986

Item 8, recordation number of Security Agreements:

14891

Schedule B

**Original Reporting  
Marks and Identifying  
Numbers**

CR 6806  
CR 6807  
CR 6813  
CR 6814  
CR 6815  
CR 6816  
CR 6818

**New Reporting  
Marks and Identifying  
Numbers**

CSXT 8687  
CSXT 8688  
CSXT 8689  
CSXT 8690  
CSXT 8691  
CSXT 8692  
CSXT 8693

**Original Reporting  
Marks and Identifying  
Numbers**

CR 6819  
CR 6823  
CR 6825  
CR 6826  
CR 6827  
CR 6834

**New Reporting  
Marks and Identifying  
Numbers**

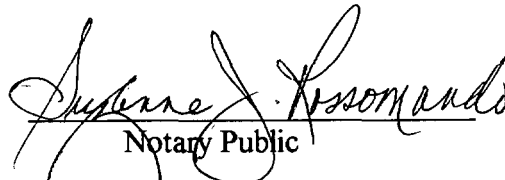
CSXT 8694  
CSXT 8695  
CSXT 8696  
CSXT 8697  
CSXT 8698  
CSXT 8699

(H)

L580

COMMONWEALTH OF PENNSYLVANIA )  
 ) SS.:  
COUNTY OF PHILADELPHIA )

On this 6th day of October 1998, before me personally appeared Thomas J. McFadden, to me personally known, who, by me being duly sworn, says that he is Treasurer of CONSOLIDATED RAIL CORPORATION, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

**NOTARIAL SEAL**  
Suzanne J. Rossomando, Notary Public  
City of Philadelphia, Phila. County  
My Commission Expires June 28, 1999

My commission expires: